

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

THE JOINT PETITION OF KENTUCKY-AMERICAN)	
WATER COMPANY, THAMES WATER AQUA)	
HOLDINGS GmbH, RWE)	
AKTIENSGESELLSCHAFT, THAMES WATER)	
AQUA US HOLDINGS, INC., APOLLO)	CASE NO. 2002-00317
ACQUISITION COMPANY AND AMERICAN)	
WATER WORKS COMPANY, INC. FOR)	
APPROVAL OF A CHANGE OF CONTROL OF)	
KENTUCKY-AMERICAN WATER COMPANY)	

ORDER

Lexington-Fayette Urban County Government (LFUCG) has moved to supplement the record of this proceeding. The Joint Applicants have responded in opposition to the motion. LFUCG has submitted a reply to this response and has moved to strike portions of the Joint Applicants Response. Having considered these pleadings and being otherwise sufficiently advised, the Commission finds that LFUCG s Motion to Supplement the Record should be granted and its Motion to Strike should be denied.

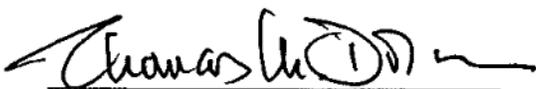
IT IS THEREFORE ORDERED that:

1. LFUCG s Motion to Supplement the Record is granted.
2. Exhibit No. 1 to LFUCG s Motion to Supplement the Record is made a part of the record of these proceedings.
3. LFUCG s Motion to Strike is denied.

Done at Frankfort, Kentucky, this 19th day of December, 2002.

By the Commission

ATTEST:

A handwritten signature in black ink, appearing to read "Thomas M. Dixon", written over a horizontal line.

Executive Director